

**JOINT RESOLUTION OF THE BOARD OF COMMISSIONERS OF SHELBY COUNTY
AND THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE**

**AUTHORIZING AND APPROVING THE AMENDMENT OF THE CERTIFICATE OF
INCORPORATION OF THE ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF
SHELBY, TENNESSEE.**

WHEREAS, on February 1, 2011, and January 24, 2011, the City Council of the City of Memphis and Board of Commissioners of Shelby County, respectively, passed resolutions authorizing the formation of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (hereinafter referred to as "EDGE");

WHEREAS, EDGE was empowered through such resolutions to "increase the efficiency, effectiveness and impact of existing programs by leading and coordinating the Industrial Development Board of the City of Memphis and County of Shelby, Tennessee ("IDB"), the Depot Redevelopment Corporation of Memphis and Shelby County ("Depot"), Foreign Trade Zone 77, the Memphis and Shelby County Port Commission, the Office of Economic Development of Memphis and Shelby County, the successors of any aforementioned entity, and any and all such other offices, corporations, and commissions relating to economic development and growth as designated from time to time by the City of Memphis and Shelby County, Tennessee, to the extent allowed by the laws of the United States of America and the State of Tennessee;"

WHEREAS, in order to effectuate the intent of the City of Memphis and County of Shelby for EDGE to promote, enable, and realize the establishment and retention of well-paying jobs for the citizens of our community, it is proper that these bodies confirm that EDGE is duly authorized to use any and all methods, incentives, and laws available under the laws of the United States, the State of Tennessee, County of Shelby, and the City of Memphis for economic development in Memphis, Shelby County, and the region; and

WHEREAS, it is in the best interests of the community that utilization of existing properties and facilities should, through Community Reinvestment Credit incentives issued by EDGE be given incentives commensurate with those provided under basic PILOTs for new construction;

**NOW, THEREFORE, BE IT RESOLVED AND ORDERED BY THE CITY COUNCIL OF
THE CITY OF MEMPHIS AND THE SHELBY COUNTY BOARD OF COMMISSIONERS:**

That, it is wise, expedient, necessary, advisable, and in the public interest to approve, and this City Council and Board of Commissioners do hereby approve the following to further economic development with equal access to well paying jobs and wealth by all citizens of Memphis and Shelby County, as follows:

1. The Application and proposed Articles of Amendment to the Certificate of Incorporation of EDGE, collectively attached hereto as Exhibit A, are hereby approved and EDGE is hereby authorized and directed to file such Articles of Amendment to Certificate of Incorporation with the Tennessee Secretary of State and to record the same in the Register of Shelby County, Tennessee; and

BE IT FURTHER RESOLVED AND ORDERED, that this Resolution shall become effective immediately upon approval.

Approved: The City Council of Memphis, adopted the _____ day of _____, 2013;

Approved: The Shelby County Board of Commissioners, adopted the _____ day of _____, 2013.

**ARTICLES OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF THE
ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**

Pursuant to the provisions of Tennessee Code Annotated section 48-60-105, et seq., and section 7-53-101; et seq., the undersigned corporation adopts the following articles of amendment to its Certificate of Incorporation:

1. The name of the Corporation is The Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee.
2. The location of the principal office of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, is changed to 100 Peabody Place, Suite 1100, Memphis, Tennessee. 38103.
3. The registered agent for the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee is changed to Reid Dulberger, 100 Peabody Place, Suite 1100, Memphis, Tennessee, 38103.
4. Article 1 of the Certificate is hereby deleted, and the following Article 1 is substituted therefor:
 1. The purposes for which The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee (hereinafter "EDGE" or "Economic Development Growth Engine of City of Memphis and County of Shelby, Tennessee") is organized are all those specified and allowed in Title 7 Chapter 53, Industrial Development Corporations, codified at section 7-53-101; et seq. of the Tennessee Code Annotated, as amended from time to time ("Act"), and, in connection therewith, to acquire, own, lease, and dispose of properties in order to maintain and increase employment opportunities by promoting industry, trade, commerce, technology, tourism, and recreation by inducing manufacturing, industrial, infrastructure, governmental, educational, health care, retail, technological, financial, service, commercial, residential, and recreational enterprises to locate in and remain in Shelby County, and to further the use of its agricultural products and natural resources, and to promote the control and elimination of all types of pollution and waste which result from the existence, development, or expansion of commerce and industry within the State.

Whereas, it is the further purpose of The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee to increase the efficiency, effectiveness and impact of existing programs by leading and coordinating the Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, the Depot Redevelopment Corporation of Memphis and Shelby County, Foreign-Trade Zone 77, the Memphis and Shelby County Port Commission, the Office of Economic Development of Memphis and Shelby County, the successors of any aforementioned entity, and any and all such other offices, corporations, and commissions relating to economic development and growth as designated from time to time by the City of Memphis and Shelby County, Tennessee, to the extent allowed by the laws of the United States of America and the State of Tennessee.

Whereas, it is the further purpose of The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee to work with all other industrial development boards for all communities in Shelby County and with other organizations in Memphis and Shelby County to further economic development for all residents of Shelby County.

5. Article 6 of the Certificate is hereby deleted, and the following Article 6 is substituted therefor:

6. Upon entering into any lease agreement as lessor of its properties, The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee shall provide in such lease that the lessee shall annually pay to all political subdivisions within the boundaries of which the Project lies a sum of money as a payment in lieu of taxes if such property or a leasehold interest in such property would be exempt from ad valorem taxation. The amount of this sum of money shall be based on an assessment of the value of the property leased by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee at least equal to the ad valorem tax assessment of such property as of January 1 prior to its acquisition by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee; provided, however, such assessment shall not include the value of any improvements added to the property after January 1 pursuant to applicable laws of the State of Tennessee, including, without limitation, Tennessee Code Annotated Section 67-5-603 et. seq. and Tennessee Code Annotated Section 67-5-1301, et seq., but shall reflect the final assessment resulting from any property tax

appeal filed on behalf of the property owner, except as hereinafter provided. The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee may, however, in circumstances as determined by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee set the payment in lieu of taxes at a figure less than the said existing ad valorem tax assessment of real and personal property, as long as it is consistent with the applicable laws of the State of Tennessee, including: (1) when an application for payment in lieu of taxes has been approved by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee and any construction or improvement takes place thereafter that subjects the property to a partial assessment pursuant to Tennessee Code Annotated Section 67-5-603, et. seq.; and (2) when such property qualifies as a Community Reinvestment Credit property, as defined by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee and in accordance with the its Policies and Procedures, as duly enacted by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee from time to time. The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee may, in its discretion, add to this pre-acquisition assessment a sum representing the enhancement of the value of the property planned by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee or the lessee and reduced by the appropriate percentages called for in Article 2, Section 28, of the Constitution of Tennessee for the assessment of property for taxation, or may, if it finds such action to be in the public interest, retain the pre-acquisition assessment, or establish an assessment greater than the pre-acquisition assessment but less than the full enhanced value of the property or may provide for varying assessments over time; provided, however, that the particular assessment base determined by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee for any property must be approved by the Mayor of the County of Shelby and, if but only if the property involved is located, in whole or in part, within the corporate limits of the City of Memphis; the Mayor of the City of Memphis. Such lease agreements may call for payments in lieu of taxes based on a particular assessment base less than the full enhanced value of the property for periods not to exceed fifteen (15) years unless a longer period is approved by the Shelby County Board of Commissioners and if, in whole or in part, within the City of Memphis, by the Memphis City Council. The instrument requiring the payment in lieu of taxes shall also

provide that such payment shall be computed annually by applying the then current millage rate of the said political subdivisions to the assessment called for in such instrument. The payment in lieu of taxes shall be collected in the same manner and at the same time as are ad valorem taxes in the respective political subdivisions within the boundaries of which the property is located. If for any reason the taxing authorities of the City of Memphis or Shelby County shall fail or refuse to cooperate in the collection of payments in lieu of taxes, then the lease shall provide that The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee shall collect the payment in lieu of taxes in the manner provided herein and pay over the monies collected to the respective political subdivisions. The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee shall file a report with the Memphis City Council ("Council") and Shelby County Board of Commissioners ("Commission") by March 1 of each year, summarizing the activities of The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee under this Article 5 in the previous calendar year. The Council and Commission may revoke The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee's authority to exercise the powers contained in this Article 6 at any time by joint resolution passed after no less than thirty (30) days written notice to The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee.

6. These amendments were duly adopted at a meeting of the Board of Directors of the Corporation on _____, and approved by the Memphis City Council on _____, and approved by the Shelby County Board of Commissioners on _____.

8. Upon approval by the Secretary of State, these amendments shall be retroactive to the date of the incorporation of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee.

Dated: _____

THE ECONOMIC DEVELOPMENT
GROWTH ENGINE INDUSTRIAL
DEVELOPMENT BOARD OF THE CITY
OF MEMPHIS AND COUNTY OF
SHELBY, TENNESSEE:

By: _____
AL BRIGHT

By: _____
THOMAS DYER

By: _____
NATASHA BOWEN

By: _____
CHARLES GOFORTH

By: _____
MARK HALPERIN

By: _____
DIEDRE MALONE

By: _____
JACKSON MOORE

By: _____
LARRY JACKSON

By: _____
JOHNNY MOORE

STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned Notary Public in and for the aforesaid state and County, the within named Directors, with whom I am personally acquainted, and who acknowledged that they executed the within Articles of Amendment of Certificate of Incorporation for the purposes therein contained and expressed.

WITNESS my hand and official seal at office in Memphis, Tennessee, this _____ day of _____, 2013.

NOTARY PUBLIC

My commission expires _____.

**JOINT RESOLUTION OF THE BOARD OF COMMISSIONERS OF SHELBY COUNTY
AND THE COUNCIL OF THE CITY OF MEMPHIS, TENNESSEE**

**AUTHORIZING AND APPROVING THE AMENDMENT OF THE CERTIFICATE OF
INCORPORATION OF THE ECONOMIC DEVELOPMENT GROWTH ENGINE
INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF
SHELBY, TENNESSEE.**

WHEREAS, on February 1, 2011, and January 24, 2011, the City Council of the City of Memphis and Board of Commissioners of Shelby County, respectively, passed resolutions authorizing the formation of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (hereinafter referred to as "EDGE");

WHEREAS, EDGE was empowered through such resolutions to "increase the efficiency, effectiveness and impact of existing programs by leading and coordinating the Industrial Development Board of the City of Memphis and County of Shelby, Tennessee ("IDB"), the Depot Redevelopment Corporation of Memphis and Shelby County ("Depot"), Foreign Trade Zone 77, the Memphis and Shelby County Port Commission, the Office of Economic Development of Memphis and Shelby County, the successors of any aforementioned entity, and any and all such other offices, corporations, and commissions relating to economic development and growth as designated from time to time by the City of Memphis and Shelby County, Tennessee, to the extent allowed by the laws of the United States of America and the State of Tennessee;"

WHEREAS, in order to effectuate the intent of the City of Memphis and County of Shelby for EDGE to promote, enable, and realize the establishment and retention of well-paying jobs for the citizens of our community, it is proper that these bodies confirm that EDGE is duly authorized to use any and all methods, incentives, and laws available under the laws of the United States, the State of Tennessee, County of Shelby, and the City of Memphis for economic development in Memphis, Shelby County, and the region; and

WHEREAS, it is in the best interests of the community that utilization of existing properties and facilities should, through Community Reinvestment Credit incentives issued by EDGE be given incentives commensurate with those provided under basic PILOTs for new construction;

**NOW, THEREFORE, BE IT RESOLVED AND ORDERED BY THE CITY COUNCIL OF
THE CITY OF MEMPHIS AND THE SHELBY COUNTY BOARD OF COMMISSIONERS:**

That, it is wise, expedient, necessary, advisable, and in the public interest to approve, and this City Council and Board of Commissioners do hereby approve the following to further economic development with equal access to well paying jobs and wealth by all citizens of Memphis and Shelby County, as follows:

1. The Application and proposed Articles of Amendment to the Certificate of Incorporation of EDGE, collectively attached hereto as Exhibit A, are hereby approved and EDGE is hereby authorized and directed to file such Articles of Amendment to Certificate of Incorporation with the Tennessee Secretary of State and to record the same in the Register of Shelby County, Tennessee; and

BE IT FURTHER RESOLVED AND ORDERED, that this Resolution shall become effective immediately upon approval.

Approved: The City Council of Memphis, adopted the _____ day of _____, 2013;

Approved: The Shelby County Board of Commissioners, adopted the _____ day of _____, 2013.

STATE OF TENNESSEE
COUNTY OF SHELBY

APPLICATION FOR AMENDMENT TO CERTIFICATE OF INCORPORATION OF ECONOMIC
DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF
MEMPHIS AND COUNTY OF SHELBY, TENNESSEE

Hon. Bill Morrison
Hon. Mike Ritz
and Members of the Memphis City Council
and Members of the Board of Commissioners
of Shelby County

We, on behalf of the Board of Directors of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, seek permission to amend the Certificate of Incorporation, pursuant to section 7-53-204 of the Tennessee Code Annotated, as amended. Specifically, we seek to make the following amendments, effective as of the date of incorporation of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee:

1. The location of the principal office of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, is changed to 100 Peabody Place, Suite 1100, Memphis, Tennessee, 38103.
2. The registered agent of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee is changed to Reid Dulberger, 100 Peabody Place, Suite 1100, Memphis, Tennessee, 38103.
3. Article 1 of the Certificate is hereby deleted, and the following Article 1 is substituted therefor:
 1. The purposes for which The Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee (hereinafter "EDGE" or "Economic Development Growth Engine of City of Memphis and County of Shelby, Tennessee") is organized are all those specified and allowed in Title 7 (Chapter 5), Industrial Development Corporations, codified at section 7-53-101; et seq. of the Tennessee Code Annotated, as amended from time to time ("Act"), and, in connection therewith, to acquire, own, lease, and dispose of properties in order to maintain and increase employment opportunities by promoting industry, trade, commerce, technology, tourism, and recreation by inducing manufacturing, industrial, infrastructure, governmental, educational, health care, retail, technological, financial, service, commercial, residential, and recreational enterprises to locate in and remain in Shelby County, and to further the use of its agricultural products and natural resources.

and to promote the control and elimination of all types of pollution and waste which result from the existence, development, or expansion of commerce and industry within the State.

Whereas, it is the further purpose of The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee to increase the efficiency, effectiveness and impact of existing programs by leading and coordinating the Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, the Depot Redevelopment Corporation of Memphis and Shelby County, Foreign-Trade Zone 77, the Memphis and Shelby County Port Commission, the Office of Economic Development of Memphis and Shelby County, the successors of any aforementioned entity, and any and all such other offices, corporations, and commissions relating to economic development and growth as designated from time to time by the City of Memphis and Shelby County, Tennessee, to the extent allowed by the laws of the United States of America and the State of Tennessee.

Whereas, it is the further purpose of The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee to work with all other industrial development boards for all communities in Shelby County and with other organizations in Memphis and Shelby County to further economic development for all residents of Shelby County.

4. Article 6 of the Certificate of Incorporation is hereby deleted, and the following Article 6 is substituted therefor:

6. Upon entering into any lease agreement as lessor of its properties, The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee shall provide in such lease that the lessee shall annually pay to all political subdivisions within the boundaries of which the Project lies a sum of money as a payment in lieu of taxes if such property or a leasehold interest in such property would be exempt from ad valorem taxation. The amount of this sum of money shall be based on an assessment of the value of the property leased by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee at least equal to the ad valorem tax assessment of such property as of January 1 prior to its acquisition by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee; provided, however, such assessment shall not include the value of any improvements added to the property after January 1 pursuant to applicable laws

of the State of Tennessee, including, without limitation, Tennessee Code Annotated Section 67-5-603 et. seq. and Tennessee Code Annotated Section 67-5-1301, et seq., but shall reflect the final assessment resulting from any property tax appeal filed on behalf of the property owner, except as hereinafter provided. The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee may, however, in circumstances as determined by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee set the payment in lieu of taxes at a figure less than the said existing ad valorem tax assessment of real and personal property, as long as it is consistent with the applicable laws of the State of Tennessee, including: (1) when an application for payment in lieu of taxes, has been approved by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee and any construction or improvement takes place thereafter that subjects the property to a partial assessment pursuant to Tennessee Code Annotated Section 67-5-603, et. seq.; and (2) when such property qualifies as a Community Reinvestment Credit property, as defined by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee and in accordance with the its Policies and Procedures, as duly enacted by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee from time to time. The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee may, in its discretion, add to this pre-acquisition assessment a sum representing the enhancement of the value of the property planned by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee or the lessee and reduced by the appropriate percentages called for in Article 2, Section 28, of the Constitution of Tennessee for the assessment of property for taxation, or may, if it finds such action to be in the public interest, retain the pre-acquisition assessment, or establish an assessment greater than the pre-acquisition assessment but less than the full enhanced value of the property or may provide for varying assessments over time; provided, however, that the particular assessment have determined by The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee for any property must be approved by the Mayor of the County of Shelby and, if but only if the property involved is located, in whole or in part, within the corporate limits of the City of Memphis, the Mayor of the City of Memphis. Such lease agreements may call for payments in lieu of taxes based on a particular assessment base less than the full enhanced value of the property for periods not to exceed fifteen (15) years unless a longer period is approved by the Shelby County Board of Commissioners and if, in whole or in part, within the City of Memphis, by the Memphis City Council.

The instrument requiring the payment in lieu of taxes shall also provide that such payment shall be computed annually by applying the then current millage rate of the said political subdivisions to the assessment called for in such instrument. The payment in lieu of taxes shall be collected in the same manner and at the same time as are ad valorem taxes in the respective political subdivisions within the boundaries of which the property is located. If for any reason the taxing authorities of the City of Memphis or Shelby County shall fail or refuse to cooperate in the collection of payments in lieu of taxes, then the lease shall provide that The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee shall collect the payment in lieu of taxes in the manner provided herein and pay over the monies collected to the respective political subdivisions. The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee shall file a report with the Memphis City Council ("Council") and Shelby County Board of Commissioners ("Commission") by March 1 of each year, summarizing the activities of The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee under this Article 6 in the previous calendar year. The Council and Commission may revoke The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee's authority to exercise the powers contained in this Article 6 at any time by joint resolution passed after no less than thirty (30) days written notice to The Economic Development Growth Engine of the City of Memphis and County of Shelby, Tennessee.

The proposed Amendment to Certificate of Incorporation is attached hereto.

We request that the Memphis City Council and the Board of Commissioners of Shelby County, as the governing bodies of the City of Memphis and County of Shelby, by appropriate resolution duly adopted, find and determine that it is wise, expedient, necessary, and advisable that these amendments be made and authorize us to proceed to file such Articles of Amendment to Certificate of Incorporation with the Tennessee Secretary of State, and approve the form of the Articles of Amendment to Certificate of Incorporation as attached hereto.

ECONOMIC DEVELOPMENT GROWTH
ENGINE INDUSTRIAL DEVELOPMENT
BOARD OF THE CITY OF MEMPHIS AND
COUNTY OF SHELBY, TENNESSEE:

By: [Signature]
AL BRIGHT
CHAIRMAN OF BOARD OF DIRECTORS

[Signature]
REID DULBERGER
PRESIDENT

STATE OF TENNESSEE
COUNTY OF SHELBY

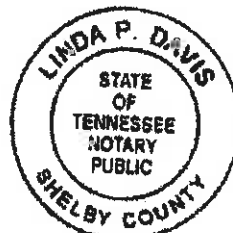
Personally appeared before me, the undersigned notary public in and for said State and County, the within named Chairman of the Economic Development Growth Engine Industrial Development Board of the City of Memphis and County of Shelby, Tennessee, with whom I am personally acquainted, and who acknowledged that he executed this Application for Amendment of Articles of Amendment to Certificate of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal of office in Memphis, Tennessee, this 15th day of January, 2013.

Linda P. Davis
NOTARY PUBLIC

My commission expires:

Jan. 28, 2015



My Commission Expires Jan. 28, 2015

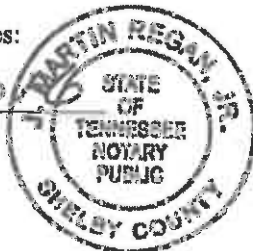
STATE OF TENNESSEE
COUNTY OF SHELBY

Personally appeared before me, the undersigned notary public in and for said State and County, the within named President, with whom I am personally acquainted, and who acknowledged that he executed this Application for Amendment of Articles of Amendment to Certificate of Incorporation for the purposes therein contained and expressed.

Witness my hand and official seal of office in Memphis, Tennessee, this 15 day of January 2018

My commission expires:

5/25/2018
4845-6385-0002, v. 1



My Commission Expires 05/23/2018

J. Martin Regan, Jr.
NOTARY PUBLIC